Kalamaras Eric Form 3/A November 19, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement ATLAS PIPELINE PARTNERS LP [APL] Kalamaras Eric (Month/Day/Year) 09/14/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1845 WALNUT STREET, 10TH 09/17/2009 (Check all applicable)

FLOOR (Street)

10% Owner Director _X__ Officer Other (give title below) (specify below) Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

PHILADELPHIA, Â PAÂ 19103

(City) (State)

(Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Security Direct (D) or Indirect (I)

(Instr. 5)

Phantom Units $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} \frac{Common}{Units} \stackrel{(1)}{=} \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kalamaras Eric

1845 WALNUT STREET, 10TH FLOOR Chief Financial Officer PHILADELPHIA, PAÂ 19103

Signatures

Gerald R. Shrader, Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The undersigned received 50,000 phantom units of Atlas Pipeline Mid-Continent, LLC on September 14, 2009 pursuant to a Letter

Agreement, dated as of August 31, 2009, between Atlas America, Inc. and the undersigned. The phantom units represent the right to receive, upon vesting, the then fair market value in cash of a common unit of Atlas Pipeline Partners, L.P. The phantom units vest 33% on September 14, 2010 and 2011, and 34% on September 14, 2012. The award can only be paid in cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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